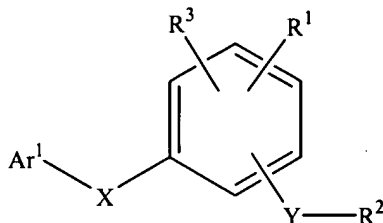


Amendments to the Claims:

This listing of claims will replace all prior versions, and listings of claims in the application:

Listing of Claims:

1 **Claim 1 (original):** A compound having the formula:



2 wherein

3 Ar¹ is a substituted or unsubstituted aryl;

4 X is a divalent linkage selected from the group consisting of (C₁-C₆)alkylene, (C₁-
5 C₆)alkylenoxy, (C₁-C₆)alkylenamino, (C₁-C₆)alkylene-S(O)_k-, -O-, -C(O)-, -
6 N(R¹¹)-, -N(R¹¹)C(O)-, -S(O)_k- and a single bond,

7 wherein

8 R¹¹ is a member selected from the group consisting of hydrogen, (C₁-C₈)alkyl,
9 (C₂-C₈)heteroalkyl and aryl(C₁-C₄)alkyl; and the subscript k is an integer of
10 from 0 to 2;

11 Y is a divalent linkage selected from the group consisting of alkylene, -O-, -C(O)-, -
12 N(R¹²)-S(O)_m-, -N(R¹²)-S(O)_m-N(R¹³)-, -N(R¹²)C(O)-, -S(O)_n- and a single
13 bond,

14 wherein

15 R¹² and R¹³ are members independently selected from the group consisting of
16 hydrogen, (C₁-C₈)alkyl, (C₂-C₈)heteroalkyl and aryl(C₁-C₄)alkyl; and
17 the subscripts m and n are independently integers of from 0 to 2;

18 R¹ is a member selected from the group consisting of hydrogen, (C₂-C₈)heteroalkyl,
19 aryl, aryl(C₁-C₄)alkyl, halogen, cyano, nitro, (C₁-C₈)alkyl, (C₁-C₈)alkoxy, -
20 C(O)R¹⁴, -CO₂R¹⁴, -C(O)NR¹⁵R¹⁶, -S(O)_p-R¹⁴, -S(O)_q-NR¹⁵R¹⁶, -O-C(O)-
21 OR¹⁷, -O-C(O)-R¹⁷, -O-C(O)-NR¹⁵R¹⁶, -N(R¹⁴)-C(O)-NR¹⁵R¹⁶, -N(R¹⁴)-C(O)-
22 R¹⁷ and -N(R¹⁴)-C(O)-OR¹⁷;

wherein

R^{14} is a member selected from the group consisting of hydrogen, (C₁-C₈)alkyl, (C₂-C₈)heteroalkyl, aryl and aryl(C₁-C₄)alkyl;

R^{15} and R^{16} are members independently selected from the group consisting of hydrogen, (C₁-C₈)alkyl, (C₂-C₈)heteroalkyl, aryl, and aryl(C₁-C₄)alkyl, or taken together with the nitrogen to which each is attached form a 5-, 6- or 7-membered ring;

R^{17} is a member selected from the group consisting of (C₁-C₈)alkyl, (C₂-C₈)heteroalkyl, aryl and aryl(C₁-C₄)alkyl;

the subscript p is an integer of from 0 to 3; and

the subscript q is an integer of from 1 to 2; and

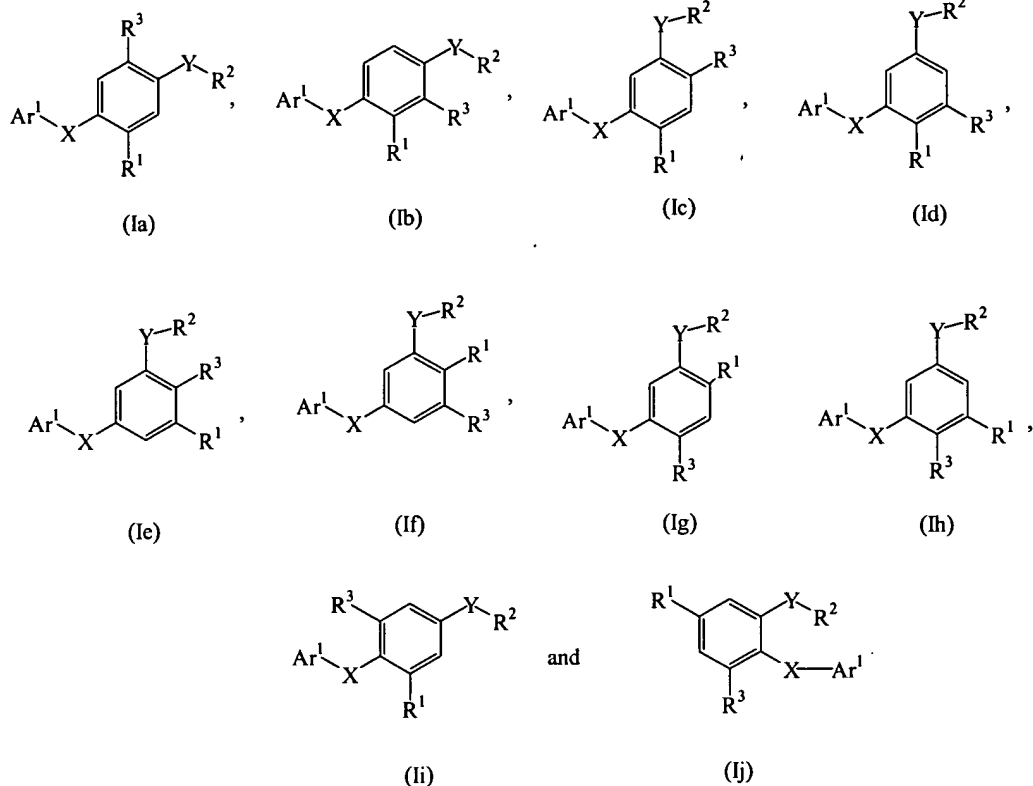
R^2 is a substituted or unsubstituted aryl; and

R^3 is a member selected from the group consisting of halogen, cyano, nitro and (C₁-C₈)alkoxy.

Claim 2 (original): A compound of claim 1, wherein Ar¹ is a substituted or unsubstituted aryl selected from the group consisting of pyridyl, phenyl, naphthyl, isoquinolinyl, benzthiazolyl, benzoxazolyl and benzimidazolyl; with the proviso that when Ar¹ is substituted or unsubstituted benzthiazolyl, then X is -S(O)_k-; and R² is a substituted or unsubstituted aryl selected from the group consisting of phenyl, pyridyl, naphthyl and pyridazinyl.

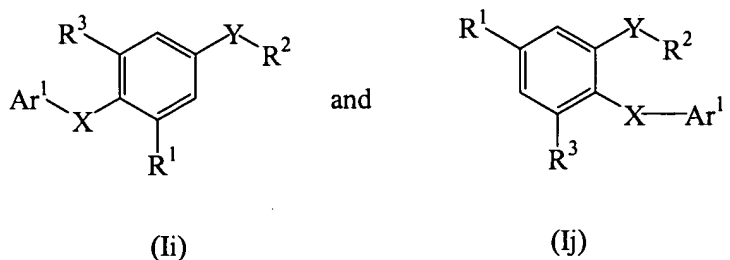
Claim 3 (original): A compound of claim 2, wherein Ar¹ is a substituted or unsubstituted phenyl group.

Claim 4 (original): A compound of claim 3, represented by a formula selected from the group consisting of



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1 **Claim 5 (original):** A compound of claim 3, represented by a formula
2 selected from the group consisting of



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1 **Claim 6 (original):** A compound of claim 5, wherein
2 X is a divalent linkage selected from the group consisting of $-\text{CH}_2-$, $-\text{CH}(\text{CH}_3)-$, $-\text{O}-$,
3 $-\text{C}(\text{O})-$, $-\text{N}(\text{R}^{11})-$ and $-\text{S}-$;
4 wherein
5 R^{11} is a member selected from the group consisting of hydrogen and $(\text{C}_1-$
6 $\text{C}_8)\text{alkyl}$;

7 Y is a divalent linkage selected from the group consisting of -N(R¹²)-S(O)₂-,
8 wherein
9 R¹² is a member selected from the group consisting of hydrogen and (C₁-
10 C₈)alkyl;
11 R¹ is a member selected from the group consisting of hydrogen, halogen, (C₁-
12 C₈)alkyl, (C₂-C₈)heteroalkyl, (C₁-C₈)alkoxy, -C(O)R¹⁴, -CO₂R¹⁴,
13 -C(O)NR¹⁵R¹⁶, -S(O)_p-R¹⁴, -S(O)_q-NR¹⁵R¹⁶, -O-C(O)-R¹⁷, and -N(R¹⁴)-C(O)-
14 R¹⁷;
15 wherein
16 R¹⁴ is a member selected from the group consisting of hydrogen, (C₁-
17 C₈)alkyl, hetero(C₁-C₈)alkyl, aryl and aryl(C₁-C₄)alkyl;
18 R¹⁵ and R¹⁶ are members independently selected from the group consisting of
19 hydrogen, (C₁-C₈)alkyl and (C₂-C₈)heteroalkyl, or taken together with
20 the nitrogen to which each is attached form a 5-, 6- or 7-membered
21 ring;
22 R¹⁷ is a member selected from the group consisting of hydrogen, (C₁-C₈)alkyl
23 and (C₂-C₈)heteroalkyl;
24 the subscript p is an integer of from 0 to 2; and
25 the subscript q is 2; and
26 R² is a substituted or unsubstituted phenyl; and
27 R³ is a member selected from the group consisting of halogen and (C₁-C₈)alkoxy.

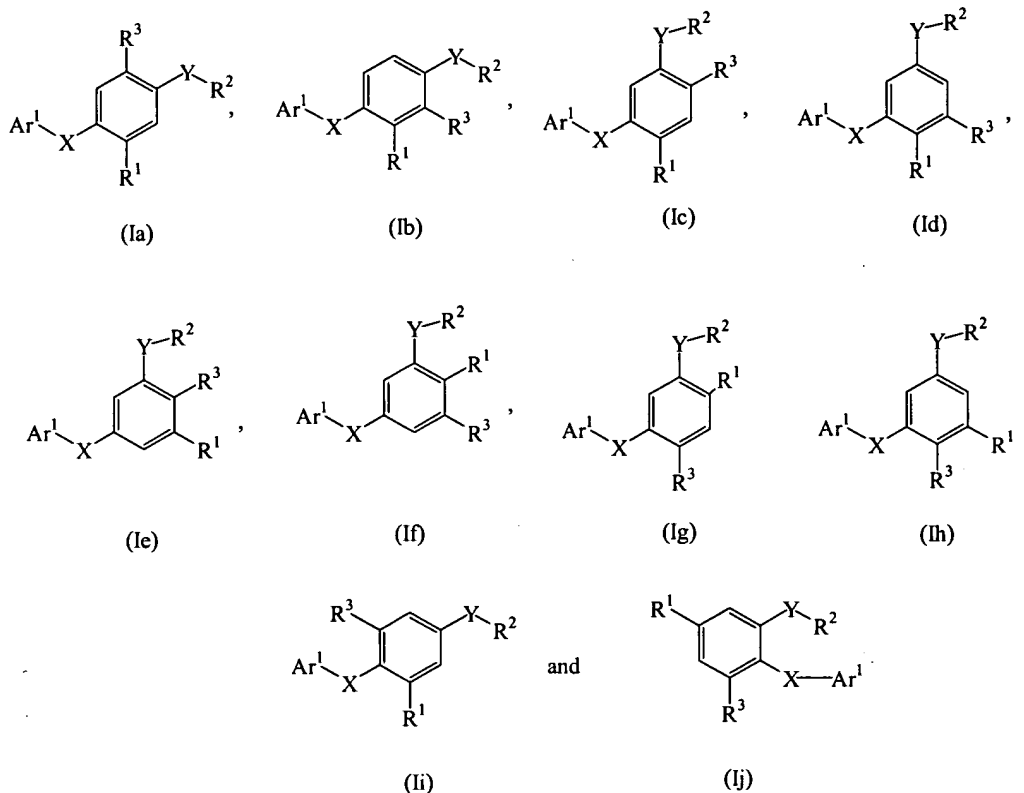
1 **Claim 7 (original):** A compound of claim 6, wherein X is -O-, -NH- or -
2 S-; Y is -NH-SO₂-; R¹ is a member selected from the group consisting of halogen, (C₁-
3 C₈)alkyl, (C₂-C₈)heteroalkyl, (C₁-C₈)alkoxy, -C(O)R¹⁴, -CO₂R¹⁴, -C(O)NR¹⁵R¹⁶, -S(O)_p-R¹⁴
4 and -S(O)_q-NR¹⁵R¹⁶; R² is a phenyl group having from 0 to 3 substituents selected from the
5 group consisting of halogen, -OCF₃, -OH, -O(C₁-C₈)alkyl, -C(O)-(C₁-C₈)alkyl, -CN, -CF₃,
6 (C₁-C₈)alkyl and -NH₂; and R³ is selected from the group consisting of halogen, methoxy and
7 trifluoromethoxy.

1 **Claim 8 (original):** A compound of claim 7, wherein Ar¹ is a phenyl group
2 having from 1 to 3 substituents selected from the group consisting of halogen, -OCF₃, -OH, -
3 O(C₁-C₆)alkyl, -CF₃, (C₁-C₈)alkyl and -NO₂; R¹ is a member selected from the group

4 consisting of halogen, (C₁-C₈)alkyl, (C₂-C₈)heteroalkyl and (C₁-C₈)alkoxy; R² is a phenyl
5 group having from 0 to 3 substituents selected from the group consisting of halogen, -OCF₃,
6 -OH, -O(C₁-C₈)alkyl, -C(O)-(C₁-C₈)alkyl, -CN, -CF₃, (C₁-C₈)alkyl and -NH₂; and R³ is
7 selected from the group consisting of halogen, methoxy and trifluoromethoxy.

1 **Claim 9 (original):** A compound of claim 2, wherein Ar¹ is a substituted or
2 unsubstituted pyridyl group.

1 **Claim 10 (original):** A compound of claim 9, represented by a formula
2 selected from the group consisting of



1 **Claim 11 (original):** A compound of claim 10, represented by a formula
2 selected from the group consisting of



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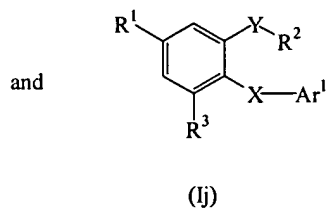
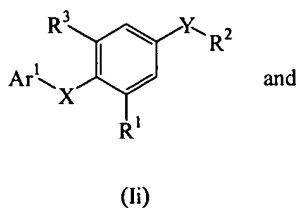
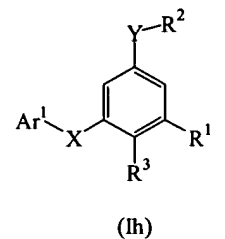
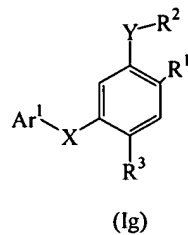
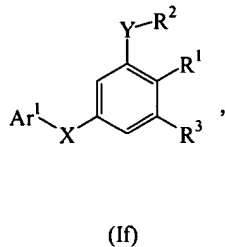
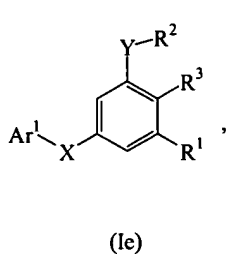
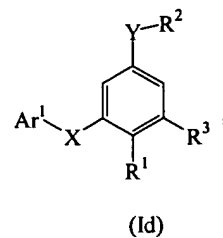
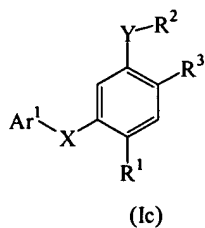
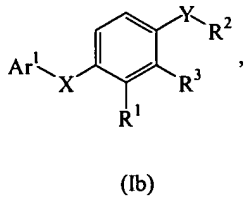
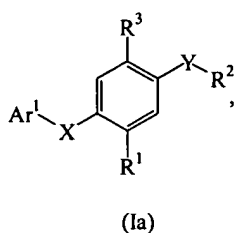
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1 **Claim 13 (original):** A compound of claim 12, wherein X is -O-, -NH- or -
2 S-; Y is -NH-SO₂-; R¹ is a member selected from the group consisting of halogen, (C₁-
3 C₈)alkyl, (C₂-C₈)heteroalkyl, (C₁-C₈)alkoxy, -C(O)R¹⁴, -CO₂R¹⁴, -C(O)NR¹⁵R¹⁶, -S(O)_p-R¹⁴
4 and -S(O)_q-NR¹⁵R¹⁶; R² is a phenyl group having from 0 to 3 substituents selected from the
5 group consisting of halogen, -OCF₃, -OH, -O(C₁-C₈)alkyl, -C(O)-(C₁-C₈)alkyl, -CN, -CF₃,
6 (C₁-C₈)alkyl and -NH₂; and R³ is selected from the group consisting of halogen, methoxy and
7 trifluoromethoxy.

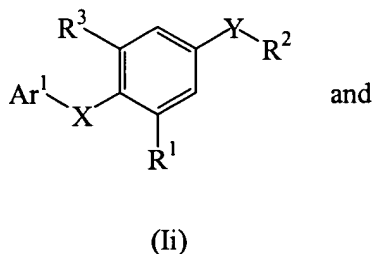
1 **Claim 14 (original):** A compound of claim 13, wherein Ar¹ is a pyridyl
2 group having from 1 to 3 substituents selected from the group consisting of halogen, -OCF₃, -
3 OH, -O(C₁-C₆)alkyl, -CF₃, (C₁-C₈)alkyl and -NO₂; R¹ is a member selected from the group
4 consisting of halogen, (C₁-C₈)alkyl, (C₂-C₈)heteroalkyl and (C₁-C₈)alkoxy; R² is a phenyl
5 group having from 0 to 3 substituents selected from the group consisting of halogen, -OCF₃,
6 -OH, -O(C₁-C₈)alkyl, -C(O)-(C₁-C₈)alkyl, -CN, -CF₃, (C₁-C₈)alkyl and -NH₂; and R³ is
7 selected from the group consisting of halogen, methoxy and trifluoromethoxy.

1 **Claim 15 (original):** A compound of claim 2, wherein Ar¹ is a substituted or
2 unsubstituted naphthyl group.

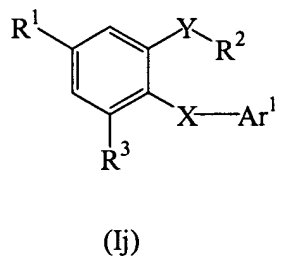
1 **Claim 16 (original):** A compound of claim 15, represented by a formula
2 selected from the group consisting of



Claim 17 (original): A compound of claim 16, represented by a formula
selected from the group consisting of



and



Claim 18 (original): A compound of claim 17, wherein
X is a divalent linkage selected from the group consisting of $-\text{CH}_2-$, $-\text{CH}(\text{CH}_3)-$, $-\text{O}-$,
 $-\text{C}(\text{O})-$, $-\text{N}(\text{R}^{11})-$ and $-\text{S}-$;
wherein
 R^{11} is a member selected from the group consisting of hydrogen and $(\text{C}_1-$
 $\text{C}_8)$ alkyl;

7 Y is a divalent linkage selected from the group consisting of -N(R¹²)-S(O)₂-,
8 wherein
9 R¹² is a member selected from the group consisting of hydrogen and (C₁-
10 C₈)alkyl;
11 R¹ is a member selected from the group consisting of hydrogen, halogen, (C₁-
12 C₈)alkyl, (C₂-C₈)heteroalkyl, (C₁-C₈)alkoxy, -C(O)R¹⁴, -CO₂R¹⁴,
13 -C(O)NR¹⁵R¹⁶, -S(O)_p-R¹⁴, -S(O)_q-NR¹⁵R¹⁶, -O-C(O)-R¹⁷, and -N(R¹⁴)-C(O)-
14 R¹⁷;
15 wherein
16 R¹⁴ is a member selected from the group consisting of hydrogen, (C₁-
17 C₈)alkyl, hetero(C₁-C₈)alkyl, aryl and aryl(C₁-C₄)alkyl;
18 R¹⁵ and R¹⁶ are members independently selected from the group consisting of
19 hydrogen, (C₁-C₈)alkyl and (C₂-C₈)heteroalkyl, or taken together with
20 the nitrogen to which each is attached form a 5-, 6- or 7-membered
21 ring;
22 R¹⁷ is a member selected from the group consisting of hydrogen, (C₁-C₈)alkyl
23 and (C₂-C₈)heteroalkyl;
24 the subscript p is an integer of from 0 to 2; and
25 the subscript q is 2; and
26 R² is a substituted or unsubstituted phenyl; and
27 R³ is a member selected from the group consisting of halogen and (C₁-C₈)alkoxy.

1 **Claim 19 (original):** A compound of claim 18, wherein X is -O-, -NH- or -
2 S-; Y is -NH-SO₂-; R¹ is a member selected from the group consisting of halogen, (C₁-
3 C₈)alkyl, (C₂-C₈)heteroalkyl, (C₁-C₈)alkoxy, -C(O)R¹⁴, -CO₂R¹⁴, -C(O)NR¹⁵R¹⁶, -S(O)_p-R¹⁴
4 and -S(O)_q-NR¹⁵R¹⁶; R² is a phenyl group having from 0 to 3 substituents selected from the
5 group consisting of halogen, -OCF₃, -OH, -O(C₁-C₈)alkyl, -C(O)-(C₁-C₈)alkyl, -CN, -CF₃,
6 (C₁-C₈)alkyl and -NH₂; and R³ is selected from the group consisting of halogen, methoxy and
7 trifluoromethoxy.

Claim 20 (original): A compound of claim 19, wherein Ar¹ is a naphthyl group having from 1 to 3 substituents selected from the group consisting of halogen, -OCF₃, -OH, -O(C₁-C₆)alkyl, -CF₃, (C₁-C₈)alkyl and -NO₂; R¹ is a member selected from the group consisting of halogen, (C₁-C₈)alkyl, (C₂-C₈)heteroalkyl and (C₁-C₈)alkoxy; R² is a phenyl group having from 0 to 3 substituents selected from the group consisting of halogen, -OCF₃, -OH, -O(C₁-C₈)alkyl, -C(O)-(C₁-C₈)alkyl, -CN, -CF₃, (C₁-C₈)alkyl and -NH₂; and R³ is selected from the group consisting of halogen, methoxy and trifluoromethoxy.

Claims 21-54 (canceled).